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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

Delphi Corporation, *et al.*,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**NOTICE OF CURE CLAIMS OF AT&T CORP. AND AT&T SOLUTIONS INC.
IN ACCORDANCE WITH THE FIRST AMENDED JOINT PLAN OF
REORGANIZATION OF DELPHI CORPORATION AND CERTAIN
AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION**

AT&T Corp. and AT&T Solutions Inc., a wholly owned subsidiary of AT&T Corp. (collectively, "AT&T")¹, by and through their undersigned counsel, hereby submit this Notice of Cure Claims in Accordance with the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (the "Cure Claims"). In support of the Cure Claims, AT&T respectfully represents as follows:

¹ On or about November 19, 2005, AT&T Corp. merged into and with SBC Communications Inc. with SBC Communications Inc. being the surviving entity. SBC Communications Inc. subsequently changed its name to AT&T Inc.

BACKGROUND

1. On October 8 and 14, 2005 (the "Petition Dates"), the Debtors filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

2. Prior to the Petition Dates, AT&T provided -- and continues to provide -- certain telecommunications services and related services to the Debtors pursuant to certain agreements described in the "Cure Claims" section below (collectively, the "AT&T Agreements").

3. AT&T and certain of its affiliates (collectively, the "AT&T Entities") filed various pre-petition claims (as amended from time to time)² against the Debtors' estates aggregating approximately \$8,255,577 arising from services provided by the AT&T Entities to the Debtors.³

4. On December 10, 2007, the Debtors filed the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession (the "Plan") (Docket No. 11386).

5. Pursuant to Article 8.1(a) of the Plan, all executory contracts and unexpired leases shall be deemed automatically assumed in accordance with §§ 365 or 1123 of the Bankruptcy Code, as of the Effective Date, unless such contract (i) was previously rejected, (ii) was the subject of a motion to reject, (iii) expired or terminated on or prior to December 31,

² The full list of the pre-petition proofs of claim filed by the AT&T Entities is set forth in the AT&T Entities' Objection to the Debtors' Claims Estimation Motion (Docket No. 11915) and is incorporated herein by reference.

³ The Debtors and the AT&T Entities have recently reached a tentative deal (subject to documentation) fixing the amount of the pre-petition claims filed by the AT&T Entities.

2007 and not otherwise extended, (iv) is listed on the schedule of rejected contracts and leases -- Exhibit 8.1(a) to the Plan, or (v) is otherwise rejected pursuant to the Plan.

6. On December 28, 2007, the Debtors filed Exhibit 8.1(a) to the Plan listing those contracts to be rejected.

7. The AT&T Agreements were not listed on Exhibit 8.1(a) and have not otherwise been rejected.

8. On January 10, 2008, the AT&T Entities filed a limited objection to confirmation of the Debtors' Plan (Docket No. 11894) addressing cure issues.

9. On January 25, 2008, the Bankruptcy Court entered an order confirming the Debtors' Plan.

10. On January 29, 2008, the Debtors filed a Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization (the "Cure Notice").

11. The AT&T Agreements, however, were not listed in the Cure Notice, despite the fact that Article 8.1 of the Plan provides executory contracts are deemed assumed unless, among other things, expressly rejected. In that regard, on February 7, 2008, the AT&T Entities filed an Objection to the Cure Notice.

12. Additionally, pursuant to Article 8.2(b) of the Plan, parties to "Other Executory Contracts" have until 45 days after the entry of the Confirmation Order to file cure claims relative to such executory contracts. Thus, in accordance with Article 8.2(b), AT&T

hereby submits the Cure Claims.

CURE CLAIMS

A. Master Telecommunications Service Agreement

13. AT&T Corp. and Delphi Automotive Systems Corporation are parties to a certain Master Telecommunications Service Agreement ("MTSA") dated as of November 19, 1999, as amended from time to time.⁴ Pursuant to the MTSA, AT&T Corp. provided -- and continues to provide -- certain telecommunications and related services to the Debtors. As of the Petition Date, the amount owing under the MTSA was \$942,933.16. Accordingly, the appropriate Cure Claim arising from the Debtors' assumption of the MTSA is **\$942,933.16**.⁵

B. Managed Network Agreement

14. AT&T Solutions Inc. (a wholly owned subsidiary of AT&T Corp.) and Delphi Automotive Systems Corporation are parties to a certain Managed Network Agreement ("MNA") dated as of November 19, 1999, as amended from time to time.⁶ Pursuant to the MNA, AT&T Solutions Inc. provided -- and continues to provide -- certain telecommunications and related services to the Debtors. As of the Petition Date, the amount owing under the MNA was \$3,113,730.61. Accordingly, the appropriate Cure Claim arising from the Debtors' assumption of the MNA is **\$3,113,730.61**.

⁴ The MTSA and its terms are proprietary. Thus, AT&T is not attaching a copy of the MTSA to this Cure Claim. The MTSA will, however, be provided to the Debtors upon request.

⁵ The Debtors assigned a certain service order attachment under the MTSA to an entity named Computer Sciences Corporation pursuant to an Assignment and Assumption Agreement dated August 2007. The Assignment and Assumption Agreement was previously provided to Debtors' counsel. To the extent that the Debtors need another copy of the agreement, AT&T will provide upon request. AT&T reserves all rights.

⁶ The MNA and its terms are proprietary. Thus, AT&T is not attaching a copy of the MNA to this Cure Claim. The MNA will, however, be provided to the Debtors upon request.

RESERVATION OF RIGHTS

15. AT&T expressly reserves any and all rights to supplement and modify the Cure Claims. The Cure Claims relate only to pre-petition amounts. As stated in a previous filing by the AT&T Entities, the Debtors currently owe the AT&T Entities approximately \$2,598,263 on account of post-petition services provided by the AT&T Entities to the Debtors.⁷ Nothing contained herein shall be deemed or construed to be a waiver of AT&T's or the AT&T Entities' rights. Accordingly, AT&T and the AT&T Entities reserve all rights.

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⁷ The AT&T Entities are reviewing their books and records to determine the precise amount of post-petition amounts owing and reserve all rights, including the right to modify such amount.

WHEREFORE, AT&T respectfully requests that the Court (i) allow the Cure Claims, (ii) require that the Debtors pay the amount of the Cure Claims (as such amount may have been modified pursuant the agreement reached between the Debtors and the AT&T Entities), and (iii) grant such other and further relief as is just and proper.

Dated: March 6, 2008

Respectfully submitted,

By: /s/ Eric H. Horn
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